



PUBLIC NOTICE

Federal Communications Commission
45 L St., N.E.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>

DA 22-222
Released: March 3, 2022

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF IMON COMMUNICATIONS, LLC TO
HAWKEYE TOPCO HOLDINGS, LLC**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 22-86

Comments Due: March 17, 2022
Reply Comment Due: March 24, 2022

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by ImOn Communications LLC (ImOn) and Hawkeye Topco Holdings, LLC (Hawkeye) (together, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of ImOn to Hawkeye.¹

ImOn, an Iowa limited liability company, provides competitive local exchange and interexchange telecommunications services, cable, and other services to residents and business in Cedar Rapids, Marion, Hiawatha, Iowa City, Coralville, and Dubuque in Eastern Iowa. Hawkeye, a newly formed Delaware limited liability company that does not provide telecommunications services, is ultimately owned and controlled by The Goldman Sachs Group, Inc. (Goldman Sachs), a publicly-traded Delaware corporation.² Applicants state that neither Goldman Sachs, nor any of its

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international services. On March 1, 2022, Applicants filed a supplement to their domestic section 214 application. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Applicants state that, post-consummation, the following Delaware entities will directly hold a 10% or greater interest in Hawkeye: WSIP IV Hawkeye (Onshore), L.P. (Hawkeye Onshore) (approximately 21.9%); WSIP IV Hawkeye (Offshore), L.P. (Hawkeye Offshore) (approximately 49.0%); and Broad Street Principal Investments, L.L.C. (Broad Street) (approximately 11.7%). The limited partner holding 86.2% of Hawkeye Onshore is West Street Global Infrastructure Partners IV, L.P. (West Street Global), a Delaware entity. The State of Texas for the use and benefit of the Permanent School Fund, a Texas entity, holds 71.9% of West Street Global. The limited partner for Hawkeye Offshore is WSIP IV Hawkeye Offshore Fund Holdco (Onshore), LLC (Hawkeye Holdco), a Delaware entity that has upstream Luxembourg and Cayman Island entities within its ownership chain, all of which are ultimately owned and controlled by West Street Infrastructure Advisors IV, LLC (West Street), a Delaware entity for which Goldman Sachs is the sole member. West Street also serves as the general partner for both Hawkeye Onshore and Hawkeye Offshore.

affiliates disclosed in the application, hold a 10% or greater interest in any other provider of domestic telecommunications services.

Pursuant to terms of the proposed transaction, Hawkeye's wholly-owned subsidiary, Hawkeye Purchaser, LLC, a Delaware limited liability company, will merge with and into ImOn, with ImOn surviving the merger. As a result, ImOn will become an indirect, wholly-owned subsidiary of Hawkeye. Applicants request streamlined treatment of the proposed transaction under the Commission's rules and assert that a grant of the application would serve the public interest, convenience, and necessity.³ We accept the application for filing under sections 63.03(b)(1)(ii) of the Commission's rules.⁴

Domestic Section 214 Application Filed for the Transfer of Control of
ImOn Communications, LLC to Hawkeye TopCo Holdings, LLC,
WC Docket No. 22-86 (filed Feb. 23, 2021).

GENERAL INFORMATION

The transfer of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before March 17, 2022**, and reply comments **on or before March 24, 2022**. Pursuant to section 63.52 of the Commission's rules, 47 CFR § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Gregory Kwan, Competition Policy Division, Wireline Competition Bureau, gregory.kwan@fcc.gov;
- 2) Sumita Mukhoty, Telecommunications and Analysis Division, International Bureau, sumita.mukhoty@fcc.gov; and

The sole member of Broad Street is Broad Street Principal Investments Super-Holdco, LLC, a Delaware entity for which Goldman Sachs is the sole member.

³ In the *Executive Branch Review Process Order*, the Commission set out categories of applications with reportable foreign ownership that may be excluded from referral to the Executive Branch for review for national security, law enforcement, foreign policy, and trade policy issues. See *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket 16-155, Report and Order, 35 FCC 10927, 10938-42, paras. 29-39 (2020) (*Executive Branch Review Process Order*). Applicants have made a showing that the only reportable foreign ownership in Hawkeye is through intermediary holding companies and that ultimate control is held by Goldman Sachs. We are exercising our discretion and are not referring this application to the Executive Branch agencies. See *id.* at 10941, para. 36, n.99; see also *id.* at 10957, para. 81, n.205.

⁴ 47 CFR § 63.03(b)(1)(ii).

3) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the application in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.⁵ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Tracey Wilson at (202) 418-1394 or Gregory Kwan at (202) 418-1191.

FCC

⁵ See 47 CFR § 1.45(c).